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February 28, 1992

TO: Margarita Echevarria, Esquire
 Robert G. Mendez, Esquire
 Rafael Perez, Esquire
 Paul Zavala, Esquire

RE: HNBA Seminar on the Ins and Outs of Inside and Outside Counsel Relationships

I would like to thank each of you for agreeing to serve on what I am sure will be an excellent panel at the upcoming HNBA National Convention in Atlantic City next September.

As we discussed, the seminar will last no more than two hours and will be divided into two parts. The first part will explore issues surrounding the experience of in-house attorneys. In particular, I would ask in-house counsel to describe briefly how you came to your current position (or previous in-house positions), the nature of your work, issues of reporting, quality control, advancement and opportunities for non-legal/management responsibility as well as your views concerning the benefits of in-house legal positions.

The second part will focus on one aspect of in-house work, i.e., the relationship with outside counsel. Specifically,

February 28, 1992

Page 2

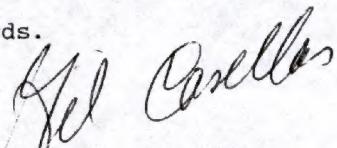
we can discuss how counsel is selected, the use of approved lists, fee arrangements and fee disputes, engagement letters, reporting requirements and the like. As I mentioned to some of you, I recently participated on a panel sponsored by the ABA at its annual meeting in Atlanta last summer on the relationship between inside and outside counsel. A number of interesting issues arose during those discussions including whether in-house counsel is simply a gatekeeper for access to management, is co-counsel, or is effectively "the client". I hope we can discuss these issues as well.

By copy of this letter, I am advising Grissele Camacho-Pagan of our joint desire to have our program on Friday, September 25, 1992. The consensus appears to be for a Friday afternoon session (with a strong dissent for Friday morning), but scheduling ultimately will be left to Grissele's committee.

In advance of the seminar, I will provide each of you with a more detailed outline of the program for your review and comment. Thereafter, we can schedule one (or if necessary two) conference calls to review our individual presentations.

In the meantime, I have enclosed a list of our individual addresses and telephone numbers for your information. Please send me any corrections or additions (such as fax numbers). Also, I would like to receive a copy of your individual resumes at your convenience.

Best regards,



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